

RECORDATION NO. 25707 FILED

JUL 13 '05

1-47 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

July 13, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Schedule No. 1 to Full Service Master Lease Agreement, dated as of January 31, 2005, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor:	Midwest Railcar Corporation 3 Professional Park Drive, Suite B Maryville, Illinois 62062
Lessee:	Recycle America Alliance, L.L.C. c/o Waste Management, Inc. 1001 Fannin, Suite 4000 Houston, Texas 77002

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SURFACE TRANSPORTATION BOARD

MIDWEST RAILCAR CORPORATION

**MEMORANDUM OF SCHEDULE #1 TO FULL SERVICE
MASTER LEASE AGREEMENT**

between

MIDWEST RAILCAR CORPORATION,

as Lessor

and

RECYCLE AMERICA ALLIANCE, L.L.C.

as Lessee

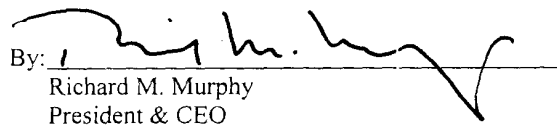
MEMORANDUM OF SCHEDULE #1 TO FULL SERVICE MASTER LEASE AGREEMENT

THIS MEMORANDUM OF SCHEDULE #1 TO FULL SERVICE MASTER LEASE AGREEMENT is effective as of January 31, 2005, by and between MIDWEST RAILCAR CORPORATION, an Illinois Corporation ("Lessor"), and RECYCLE AMERICA ALLIANCE, L.L.C., a Connecticut Limited Liability Company ("Lessee"), with reference to the following:

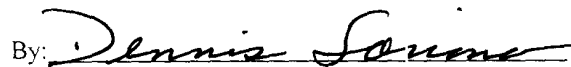
1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, certain railcars as described on Exhibit A attached hereto and made a part hereof all as more particularly described in that certain Schedule #1 dated January 31, 2005 between Lessor and Lessee to the Full Service Master Lease Agreement dated as of January 31, 2005 between Lessor and Lessee (the "Lease").
2. The Lease shall be effective as of the execution date thereof and the term of the Lease with respect to each car shall be as set forth in Schedule #1.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Schedule #1 to Full Service Master Lease Agreement to be executed as of the date first above written.

MIDWEST RAILCAR CORPORATION
Lessor

By: 
Richard M. Murphy
President & CEO

RECYCLE AMERICA ALLIANCE, L.L.C.

By: 
Name: Dennis Soriano
Title: VP Business Development

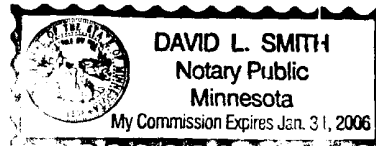
STATE OF MN, CITY OF Elk River, TO WIT:

On this 31 day of Mar, 2005 before me appeared, Richard M. Murphy to me personally known, who being by me duly sworn, says that he is the President of MIDWEST RAILCAR CORPORATION, an Illinois Corporation, that said instrument was signed on Mar 31, 2005 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

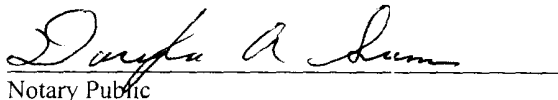
[Notarial Seal]

My commission expires: 1-31-06



STATE OF Connecticut, CITY OF Middletown, TO WIT:

On this 28 day of March, 2005 before me appeared, Dennis Soriano, to me personally known, who being by me duly sworn, says that he is a Vice President, of RECYCLE AMERICA ALLIANCE, L.L.C., a Connecticut Limited Liability Company, that said instrument was signed and sealed on March 28, 2005 on behalf of said limited liability company by authority of its Members, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

[Notarial Seal]

My commission expires:

DOUGLAS A. SIENNA
NOTARY PUBLIC
MY COMMISSION EXPIRES AUG. 31, 2007

SCHEDULE OF RAILCARS

Thirteen (13) 5,750 c.f. 100-ton covered hopper railcars built in 1980 and 1981 and bearing the following reporting marks and numbers:

MWCX 480103 through MWCX 480115, inclusive.